

**TAX CERTIFICATE AS TO ARBITRAGE AND
THE PROVISIONS OF SECTIONS 103 AND 141-150 OF
THE INTERNAL REVENUE CODE OF 1986**

In connection with the sale and issuance by The City of St. Louis, Missouri (the “City”) of \$258,430,000 of its Airport Revenue Bonds consisting of \$125,410,000 Airport Revenue Refunding Bonds, Series 2017A (Non-AMT) (St. Louis Lambert International Airport) (the “**2017A Bonds**”), \$74,715,000 Airport Revenue Refunding Bonds Series, 2017B (AMT) (St. Louis Lambert International Airport) (the “**2017B Bonds**” and together with the 2017A Bonds, the “**Refunding Bonds**”), \$31,700,000 Airport Revenue Bonds, Series 2017C (Non-AMT) (the “**2017C Bonds**”), and \$26,605,000 Airport Revenue Bonds, Series 2017D (AMT) (the “**2017D Bonds**”, and together with the 2017C bonds, the “**Project Bonds**”, and together with the Refunding Bonds, the “**Series 2017 Bonds**”), and in furtherance of the covenants of the City contained in the Twenty-First Supplemental Indenture of Trust between the City and UMB Bank, N.A., as trustee (the “**Trustee**”), dated as of June 1, 2017 (the “**Twenty-First Supplemental Indenture**”) and the Twenty-Second Supplemental Indenture of Trust between the City and the Trustee, dated as of June 1, 2017 (the “**Twenty-Second Supplemental Indenture**”), both of which amend and supplement the Amended and Restated Indenture of Trust dated as of October 15, 1984 and amended and restated as of September 10, 1997, between the City and UMB Bank, N.A., as trustee, as amended and supplemented (the “**Restated Indenture**” and together with the Twenty-First Supplemental Indenture and the Twenty-Second Supplemental Indenture, the “**Indenture**”), and pursuant to Treas. Reg. §§1.141-2(d) and 1.148-2(b)(2), the City makes and enters into the following Tax Certificate.

SECTION 1. DEFINITIONS. Capitalized terms, if not defined herein shall have the meanings set forth in the Indenture.

SECTION 2. REPRESENTATIONS.

(a) **Purpose.** (i) The 2017A Bonds are being issued on the date hereof (the “**Delivery Date**”) to: (1) currently refund a portion of the City’s Airport Revenue Refunding Bonds, Series 2007A (Non-AMT) (the “**Refunded 2007A Bonds**”) and (2) pay the bond insurance and surety premiums for the Bonds and pay the costs of issuance of the 2017A Bonds.

(ii) The 2017B Bonds are being issued on the Delivery Date to: (1) refund all of the City’s outstanding Airport Revenue Refunding Bonds, Series 2007B (AMT) (the “**Refunded 2007B Bonds**”, and collectively with the Refunded 2007A Bonds, the “**Refunded 2007 Bonds**”), and (2) pay the bond insurance and surety premiums for the Bonds and to pay the costs of issuance of the 2017B Bonds.

(iii) The 2017C Bonds are being issued on the Delivery Date to: (1) provide funds to pay or reimburse the City for a portion of the payment of the costs of acquisition or construction of the projects identified on Exhibit A attached and called the “**Series 2017C Projects**”, and (2) to pay the bond insurance premium for the Bonds and to pay the costs of issuance of the 2017C Bonds.

(iv) The 2017D Bonds are being issued on the Delivery Date to: (1) provide funds to pay or reimburse the City for a portion of the payment of the costs of acquisition or construction of the projects identified on Exhibit A attached as the “**Series 2017D Projects**” and together with the 2017C Projects, the “**2017 Projects**”, and (2) pay the bond insurance premium for the Bonds and to pay the costs of issuance of the 2017D Bonds.

(b) **Single Issue.** All of the Series 2017 Bonds: (a) were sold at substantially the same time (i.e., within 15 days); (b) were sold pursuant to the same plan of financing; and (c) are reasonably expected to be paid from substantially the same source of funds, determined without regard to guarantees from unrelated parties. No other obligations will be: (a) sold at substantially the same time as the Series 2017 Bonds (i.e., less than 15 days from the date that the bond purchase agreements were signed: June 9, 2017); (b) sold pursuant to the same plan of financing as the Series 2017 Bonds; and reasonably expected to be paid from substantially the same source of funds as the Series 2017 Bonds, determined without regard to guarantees from unrelated parties.

(c) **No Replacement; Average Maturity.** No portion of the amounts received from the sale of the Refunding Bonds will be used as a substitute for other funds which were otherwise to be used as a source of financing for the projects refinanced with the Refunded 2007 Bonds. The weighted average maturity of the 2017A Bonds (6.264 years) does not exceed 120 percent of the weighted average economic life of the projects refinanced by the Refunded 2007A Bonds (the “**Non-AMT Project**”). The weighted average maturity of the 2017B Bonds (5.882 years) does not exceed 120 percent of the weighted average economic life of the projects financed by the Refunded 2007B Bonds (the “**1997 AMT Project**”). Thus, neither the 2017A Bonds nor the 2017B Bonds are expected to be outstanding longer than the period reasonably necessary to accomplish the governmental purposes of such Bonds.

(d) **Multipurpose Issue Rule—Application to Refunded 2007 Bonds.**

(1) **Refunded 2007A Bonds.** On January 23, 2007, the City issued the Refunded 2007A Bonds to refund a portion of the City’s Airport Revenue Bonds, Airport Development Program Fund, Series 2001A and a portion of its Airport Revenue Bonds, Series 2002A (Capital Improvement Program (Non-AMT)), fund the reserve requirements for the 2007A Bonds, and pay the costs of issuance of the 2007A Bonds.

(2) **Refunded 2007B Bonds.** On April 3, 2007, the City issued the Refunded 2007B Bonds to refund a portion of the City’s Airport Revenue Bonds, Series 1997B, fund the reserve requirement for the 2007B Bonds, and pay the costs of issuance of the 2007B Bonds. The proceeds of the Series 1997B Bonds were used to (1) finance a portion of the costs of improvements to the terminal, the airfield, parking and roadway facilities, and miscellaneous other improvements, (2) reimburse the City for construction, improvement and expansion of the East Terminal, (3) fund deposits to the Capitalized Interest and Debt Service Reserve Accounts for the Series 1997B Bonds, and (4) pay a portion of the costs of issuance of the Series 1997B Bonds.

(3) **2002 Bonds Refunded by the 2007A Bonds.** On December 19, 2002, the City issued \$117,985,000 aggregate principal amount of Airport Revenue Bonds, Series

2002 (Capital Improvement Program) in three sub-series: the \$69,195,000 Airport Revenue Bonds, Series 2002A (Capital Improvement Program) (Non-AMT) (the "**2002A Bonds**"), the \$31,755,000 Airport Revenue Bonds, Series 2002B (Capital Improvement Program) (AMT) (the "**2002B Bonds**") and the \$17,035,000 Airport Revenue Refunding Bonds, Series 2002C (AMT) (the "**2002C Bonds**") and together with the 2002A Bonds and the 2002B Bonds, the "**2002 Bonds**"). The 2002 Bonds were issued for the purposes described below. A portion of the 2002A Bonds was advance refunded with proceeds of the 2007A Bonds.

(c) Bonds Refunded by the Refunded 2007 Bonds.

(1) 1997 Bonds. On September 9, 1997, the City issued \$40,420,000 of its Airport Revenue Bonds, Series 1997A (1997 Capital Improvement Program) Lambert-St. Louis International Airport (Non-AMT) (the "**1997A Bonds**") and \$159,185,000 of its Airport Revenue Bonds, Series 1997B (1997 Capital Improvement Program) Lambert-St. Louis International Airport (AMT) (the "**1997B Bonds**") and, collectively with the 1997A Bonds, the "**1997 Bonds**"). The City currently refunded a portion of the 1997B Bonds with proceeds of the 2007B Bonds.

(2) 2001A Bonds. On May 15, 2001, the City issued its \$435,185,000 Airport Revenue Bonds, Series 2001A (Airport Development Program) (the "**2001A Bonds**"). The 2001A Bonds were issued to fund a portion of the cost of the acquisition of land adjacent to the Airport and the acquisition, design, construction, improvement, renovation, expansion, rehabilitation, and equipping of certain airport facilities, to capitalize interest on the 2001A Bonds, and pay the bond insurance, surety bond premium and costs of issuance of the 2001A Bonds. The City advance refunded a portion of the 2001A Bonds with proceeds of the 2007A Bonds.

As set forth in the Tax Certificate as to Arbitrage and the Provisions of Sections 141-150 of the Internal Revenue Code of 1986 for the 2002 Bonds, the 2002 Bonds are a Multipurpose Issue consisting of the following portions that are treated as separate issues under §1.148-9(h) and §1.150-1(c)(3): (1) the 2002A Bonds were issued to finance or reimburse a portion of the cost of the construction, improvement, renovation, expansion, rehabilitation and equipping of certain capital improvement projects for roadways, bridges, parking garages, light rail, airfield and other public facilities, (2) the 2002B Bonds were issued to finance or reimburse a portion of the cost of the construction, improvement, renovation, expansion, rehabilitation and equipping of certain capital improvement projects for terminal, concourse and other airline tenant improvements, and (3) the 2002C Bonds were issued to refund all of the City's outstanding Airport Revenue Refunding and Improvement Bonds, Series 1992, St. Louis Lambert International Airport Project. The proceeds of the 2007A Bonds were used to advance refund a portion of the 2001A Bonds and the 2002A Bonds but were not used to refund the 2002B Bonds, the 2002C Bonds or the 1997 Bonds.

As set forth in the Arbitrage and Tax Certificate for the 1997 Bonds (the "**1997 Tax Certificate**"), the 1997 Bonds are a Multipurpose Issue consisting of the following portions that are treated as separate issues under §1.148-9(h) and §1.150-1(c)(3): (1) 2007A Bonds, which are allocable to costs of roadways and curbside improvements, design of the

communications/electronics center, noise monitoring system, airfield maintenance facilities, ramp scrubber drain and storm sewer interceptor, and (2) the 1997B Bonds, as further described in the 1997 Tax Certificate, were further allocated for purposes of §1.148-9(h) and §1.150-1(c)(3) into two separate portions issued to finance (a) a 37.5% portion allocable to the apron and taxiway repellent cover and electrical vault seismic upgrades, and (b) a 62.5% portion allocable to terminal and parking improvements. The proceeds of the 2007B Bonds were used to currently refund a portion of the 1997B Bonds but were not used to refund the 1997A Bonds, the 2001A Bonds or the 2002 Bonds.

(f) Multipurpose Issue Rule--Application to 2007A Bonds and 2007B Bonds. The Series 2007 Bonds are a Multipurpose Issue consisting of the following portions that are treated as separate issues under §1.141-13(d), §1.148-9(h) and §1.150-1(c)(3): (1) the portion allocable to the advance refunding of the Refunded 2001A and 2002A Bonds, and (2) the portion allocable to the current refunding of the Refunded 1997B Bonds, and within the Refunded 1997B Bonds portion, two pro rata portions allocable to the two purposes described in paragraph (e) above. The Series 2007 Bonds were allocated to the refunding of the Refunded 2001A and 2002A Bonds and the Refunded 1997B Bonds in a manner that reflects the aggregate principal and interest payable in each Bond Year that is less than, equal to, or proportionate to, the aggregate principal and interest payable on the Refunded 2001A and 2002A Bonds and the Refunded 1997B Bonds, respectively, in each Bond Year. Under this allocation, the 2007A Bonds are allocable to the advance refunding of the Refunded 2001 and 2002A Bonds and the 2007B Bonds are allocable to the current refunding of the Refunded 1997B Bonds. For this purpose, the common costs of the Bonds were allocated between the two purposes as follows: (1) costs of issuance were either allocated on a pro rata basis, based on costs specifically related to a particular series of bonds (e.g., underwriter's discount, trustee fees), or, with respect to the costs of issuance contingency, equally between the two series, (2) qualified guarantee fees (i.e., bond insurance and surety bonds) were allocated based on the fees charged for each series of bonds, and (3) amounts deposited into the debt service reserve sub-accounts and debt service sub-accounts were allocated based on the required deposits under the Fourteenth Supplemental Indenture and the Fifteenth Supplemental Indenture.

(g) Multipurpose Issue Rule--Application to the Series 2017 Bonds. The Series 2017 Bonds are a Multipurpose Issue consisting of the following portions that are treated as separate issues under §1.141-13(d), §1.148-9(h) and §1.150-1(c)(3): (1) the 2017A Bonds allocable to the current refunding of the Refunded 2007A Bonds, (2) the 2017B Bonds allocable to the current refunding of the Refunded 2007B Bonds, (3) the 2017C Bonds allocable to payment of the costs of the 2017C Projects, and (4) the 2017D Bonds allocable to payment of the costs of the 2017D Projects.

The 2017 Refunding Bonds are hereby allocated to the refunding of the Series 2007 Bonds in a manner that reflects the aggregate principal and interest payable in each Bond Year that is less than, equal to, or proportionate to, the aggregate principal and interest payable on the Refunded 2007A and 2007B Bonds, respectively, in each Bond Year. Under this allocation, the 2017A Bonds are allocable to the refunding of the Refunded 2007A Bonds and the 2017B Bonds are allocable to the refunding of the Refunded 2007B Bonds.

The 2017 Project Bonds are allocated to their separate purposes in the ratio that the issue price of each separate series of 2017 Project Bonds bears to the aggregate issue price of the Series 2017 Bonds as the portion of the sale proceeds of the Series 2017 bonds used for the separate purpose bears to the aggregate sale proceeds of the Series 2017 Bonds. For purposes of this allocation, the issue price of the Series 2017 Bonds shall be adjusted to account for common costs.

For purposes of this paragraph (g), the common costs of the Series 2017 Bonds were allocated among the four purposes as follows: (1) costs of issuance are allocated on a pro rata basis, based on costs specifically related to a particular series of bonds (e.g., underwriter's discount), (2) qualified guarantee fees (i.e., bond insurance) are allocated based on the fees charged for each series of bonds, and (3) amounts deposited into the debt service reserve sub-accounts and debt service sub-accounts, or premiums for any surety in lieu of such deposits, are allocated based on the required deposits under the Twenty-First Supplemental Indenture and the Twenty-Second Supplemental Indenture or the actual premiums for the applicable surety.

(h) Bonds Not Hedge Bonds. On the issue date of the Refunded 1997B Bonds, the City reasonably expected that at least 85 percent of the Spendable Proceeds of the 1997 Bonds would be used to carry out the governmental purpose of the 1997 Bonds within the three year period beginning on the date of issuance of the 1997 Bonds. Not more than 50 percent of the proceeds of the 1997 Bonds were invested in Nonpurpose Investments having substantially guaranteed yields for four years or more. The proceeds of the Refunded 1997B Bonds were refunded with proceeds of the 2007B Bonds. The Refunded 2007B Bonds, which refunded the Refunded 1997B Bonds, are being refunded by the 2017B Bonds.

The Refunded 1997B Bonds financed improvements to the Airport's terminal improvements and the expansion of its East Terminal. With respect to the 1997B Bonds, at least 95 percent of the Spendable Proceeds of such issue were reasonably expected by the City to be used to finance projects which qualify as an exempt facility under Section 142(a)(1) of the Code and for no other purpose for the entire term of the Series 1997B Bonds.

All costs of issuance with respect to the Refunded 1997B Bonds and the Refunded 2007B Bonds were reasonably expected by the City to be paid within 180 days of the date of issuance of each such issue and none of such costs were contingent.

In addition, with respect to the 2001A Bonds and the 2002 Bonds, at least 10 percent of the Spendable Proceeds of each such issue were reasonably expected by the City to be used to carry out the governmental purpose of each issue within the one year period beginning on the date of issuance of each such issue, at least 30 percent of the Spendable Proceeds of each such issue were reasonably expected by the City to be used to carry out the governmental purpose of each such issue within the two year period beginning on the date of issuance of each such issue, at least 60 percent of the Spendable Proceeds were reasonably expected by the City to be used to carry out the governmental purpose of each such issue within the three year period beginning on the date of issuance of each such issue, and at least 85 percent of the Spendable Proceeds were reasonably expected by the City to be used to carry out the governmental purpose of each such issue within the three year period beginning on the date of issuance of each such issue. All costs of issuance with respect to the 2001A Bonds and the 2002 Bonds were each reasonably expected

by the City to be paid within 180 days of the date of issuance of each such issue and none of such costs were contingent.

Pursuant to Section 149(g)(3)(C)(i), the Series 2007A Bonds and the Series 2007B were not "hedge bonds" within the meaning of Section 149(g) of the Code because the 1997 Bonds, the 2001A Bonds, the 2002 Bonds, and the 2007 Bonds satisfied the requirements of that section.

(i) 2017 Bonds Not Hedge Bonds. On the issue date of the Series 2017 Bonds, the City reasonably expects that at least 85 percent of the spendable Proceeds of the 2017 Bonds will be used to carry out the governmental purpose of the 2017 Bonds within the three year period beginning on the date of issuance of the 2017 Bonds. Not more than 50 percent of the proceeds of the 2017 Bonds are to be invested in Nonpurpose Investments having substantially guaranteed yields for four years or more.

In addition, with respect to the 2017 Bonds, at least 10 percent of the Spendable Proceeds of each series of such 2017 Bonds are reasonably expected by the City to be used to carry out the governmental purpose of such series within the one year period beginning on the date of issuance of each such series, at least 30 percent of the Spendable Proceeds of such series are reasonably expected by the City to be used to carry out the governmental purpose of such series within the two year period beginning on the date of issuance of such series, at least 60 percent of the Spendable Proceeds of each series are reasonably expected by the City to be used to carry out the governmental purpose of such series within the three year period beginning on the date of issuance of such series, and at least 85 percent of the Spendable Proceeds are reasonably expected by the City to be used to carry out the governmental purpose of such series within the three year period beginning on the date of issuance of such series. All costs of issuance with respect to the 2017 Bonds are reasonably expected by the City to be paid within 180 days of the date of issuance of such 2017 Bonds and none of such costs are contingent.

(j) Operating Rule. Pursuant to Treasury Regulations Section 1.148-9(i), each issue of which the Refunded Bonds are a part has been, as of the Delivery Date, separated into two portions, the refunded portion of each issue and the unrefunded portion of each issue, if any. The refunded portion of each issue is based on a fraction (1) the numerator of which is the principal amount of each issue to be paid with proceeds of the 2017A Bonds and the 2017B Bonds, as applicable; and (2) the denominator of which is the outstanding principal amount of each issue, determined as of the Delivery Date of the 2017 Bonds. For each issue that is being partially refunded, the unspent proceeds of each issue are allocated ratably, as of the Delivery Date, between the refunded and unrefunded portions of each issue. For purposes of this Section, "principal amount" means, in reference to a Plain Par Bond, its stated principal amount, and in reference to any other bond, its present value. The application of Treasury Regulations Section 1.148-9(i) to each of the 1997 Bonds, 2001A Bonds and 2002 Bonds is adjusted to take into account the fact that previously the City has partially refunded some of such bonds. The adjustment excludes from the denominator of the foregoing fraction the maturities of those bonds previously refunded and excludes from the ratable allocation of the unspent Proceeds of such issue, the Proceeds previously allocated to said maturities.

(k) Statement as to Facts, Estimates and Circumstances. The facts and estimates set forth in this Tax Certificate on which the City's expectations as to the amount and use of the

Gross Proceeds of the Bonds are based are made to the best of the knowledge and belief of the undersigned officer of the City, and the City's expectations are reasonable.

(l) **Responsible Person.** The undersigned is an officer of the City responsible for the issuance of the Bonds, and has made due inquiry with respect to and is fully informed as to the matters set forth herein.

SECTION 3. REASONABLE EXPECTATIONS OF THE CITY AS TO FACTS, ESTIMATES AND CIRCUMSTANCES. The City makes the following representations and statements of fact and expectation on the basis of which it is not expected that the proceeds of the Bonds will be used in a manner that will cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code:

(a) Application of Sale Proceeds-The 2017A Refunding Bonds.

(1) **Sale Proceeds; No Overissuance.** The Sale Proceeds of the 2017A Refunding Bonds will be \$147,424,422.65, which amount consists of the aggregate principal amount of \$125,410,000.00 plus net original issue premium of \$22,014,422.65. The Sale Proceeds and the investment earnings thereon do not exceed the amount necessary for the purposes set forth in Section 2(a)(i) and (ii) hereof.

(2) **Costs of Issuance.** An amount of the Sale Proceeds equal to \$359,203.74 will be deposited into the Series 2017 Refunding Costs of Issuance Sub-Account and will be expended within three months after the Delivery Date to provide for the payment of expenses incurred in connection with the issuance of the Refunding Bonds, including, but not limited to Bond Counsel fees, financial advisor fees and printing costs.

(3) **Underwriters' Discount.** \$404,942.60 of the Sale Proceeds will be used on the date hereof for the payment of the underwriters' discount with respect to the Refunding Bonds.

(4) **Bond Insurance.** \$409,267.82 of the Sale Proceeds will be applied on the Delivery Date to pay the premium on a bond insurance policy for the 2017 Refunding Bonds from Assured Guaranty Municipal Corp. (the "**Insurer**") and \$394,387.17 will be applied on the Delivery Date toward the purchase of a surety policy from the Insurer to fund the Debt Service Reserve Fund for the Refunding Bonds.

(5) **Debt Service Stabilization Fund.** \$2,097,000.00 of the Sale Proceeds will be transferred to the Debt Service Stabilization Fund.

(6) **Contingency.** \$811.19 of the sale of proceeds will be deposited in the Series 2017 Refunding Costs of Issuance Sub-Account to provide for payment of unanticipated contingencies.

(7) **Refunding Proceeds.** The remainder of such Sale Proceeds will be deposited in the Series 2017A Refunding Sub-Account and used on July 1, 2017 to refund the Refunded 2007A Bonds.

(b) Application of Sale Proceeds-The 2017B Refunding Bonds.

(1) Sale Proceeds; No Overissuance. The Sale Proceeds of the 2017B Refunding Bonds will be \$86,120,100.20, which amount consists of the aggregate principal amount of \$74,715,000.00 plus net original issue premium of \$11,405,100.20. The Sale Proceeds and the investment earnings thereon do not exceed the amount necessary for the purposes set forth in Section 2(a)(i) and (ii) hereof.

(2) Costs of Issuance. An amount of the Sale Proceeds equal to \$331,837.25 will be deposited into the Series 2017 Refunding Costs of Issuance Sub-Account and will be expended within three months after the Delivery Date to provide for the payment of expenses incurred in connection with the issuance of the Refunding Bonds, including, but not limited to Bond Counsel fees, financial advisor fees and printing costs.

(3) Underwriters' Discount. \$235,811.49 of the Sale Proceeds will be used on the date hereof for the payment of the underwriters' discount with respect to the Refunding Bonds.

(4) Bond Insurance. \$233,093.21 of the Sale Proceeds will be applied on the Delivery Date to pay the premium on a bond insurance policy for the 2017 Refunding Bonds from the Insurer, and \$234,962.43 will be applied on the Delivery Date toward the purchase of a surety policy from the Insurer to fund the Debt Service Reserve Fund for the Refunding Bonds.

(5) Contingency. \$4,395.82 of the sale of proceeds will be deposited in the Series 2017 Refunding Costs of Issuance Sub-Account to provide for payment of unanticipated contingencies.

(6) Refunding Proceeds. The remainder of such Sale Proceeds will be deposited in the Series 2017B Refunding Sub-Account and used on July 1, 2017 to refund the Refunded 2007B Bonds.

(c) Application of Sale Proceeds—The 2017C Project Bonds.

(1) Sale Proceeds; No Overissuance. The Sale Proceeds of the 2017C Project Bonds will be \$36,896,885.60, which amount consists of the aggregate principal amount of \$31,700,000.00 plus net original issue premium of \$5,196,885.60. The Sale Proceeds and the investment earnings thereon do not exceed the amount necessary for the purposes set forth in Section 2(a)(iii) and (iv) hereof.

(2) Costs of Issuance Sub-Account. \$90,796.26 of the Sale Proceeds will be deposited into the Series 2017 Project Costs of Issuance Sub-Account and will be expended within three months after the Delivery Date to provide for the payment of expenses incurred in connection with the issuance of the 2017C Project Bonds, including, but not limited to Bond Counsel fees, financial advisor fees and printing costs.

(3) **Underwriters' Discount.** \$102,357.71 of the Sale Proceeds will be used on the Delivery Date hereof for the payment of the underwriters' discount with respect to the 2017C Project Bonds.

(4) **Bond Insurance.** \$181,914.90 of the Sale Proceeds will be used on the Delivery Date to purchase a bond insurance policy for the 2017C Project Bonds from the Insurer.

(5) **Debt Service Reserve Sub-Account.** \$2,729,791.80 of the Sale Proceeds will be deposited into the Series 2017 Debt Service Reserve Sub-Account to be used to make up any deficiency in the Series 2017 Project Debt Service Sub-Account.

(6) **Capitalized Interest Sub-Account.** \$2,390,708.33 of the Sale Proceeds, representing capitalized interest on such Series 2017C Project Bonds, will be delivered to the Trustee for deposit in the Series 2017 Project Capitalized Interest Sub-Account and used to pay interest on the Series 2017C Project Bonds.

(7) **Construction Sub-Account.** The remainder of such Sale Proceeds will be deposited in the Series 2017C Project Construction Sub-Account and used to pay or reimburse the City for costs of the 2017 Projects, with the \$817.40 shortfall paid from the Series 2017 Project Costs of Issuance Sub-Account.

(d) Application of Sale Proceeds—The 2017D Project Bonds.

(1) **Sale Proceeds; No Overissuance.** The Sale Proceeds of the 2017D Project Bonds will be \$31,216,095.65, which amount consists of the aggregate principal amount of \$26,605,000.00 plus net original issue premium of \$4,611,095.65. The Sale Proceeds and the investment earnings thereon do not exceed the amount necessary for the purposes set forth in Section 2(a)(iii) and (iv) hereof.

(2) **Costs of Issuance.** \$118,162.75 of the Sale Proceeds will be deposited into the Series 2017 Project Costs of Issuance Sub-Account and will be expended within three months after the Delivery Date to provide for the payment of expenses incurred in connection with the issuance of the 2017D Project Bonds, including, but not limited to Bond Counsel fees, financial advisor fees and printing costs.

(3) **Underwriters' Discount.** \$85,906.20 of the Sale Proceeds will be used on the Delivery Date hereof for the payment of the underwriters' discount with respect to the 2017D Project Bonds.

(4) **Bond Insurance.** \$119,418.96 of the Sale Proceeds will be used on the Delivery Date to pay the premium on a bond insurance policy for the 2017 Project Bonds from the Insurer.

(5) **Capitalized Interest Sub-Account.** \$2,006,460.42 of the Sale Proceeds, representing capitalized interest on such Series 2017D Project Bonds, will be delivered to the Trustee for deposit in the Series 2017 Project Capitalized Interest Sub-Account and used to pay interest on the Series 2017D Project Bonds.

(6) **Debt Service Reserve Sub-Account.** \$2,291,044.51 of the Sale Proceeds will be deposited into the Series 2017 Project Debt Service Reserve Sub-Account to be used to make up any deficiency in the Series 2017 Project Debt Service Sub-Account.

(7) **Construction Sub-Account.** The remainder of such Sale Proceeds will be deposited in the Series 2017D Project Construction Sub-Account and used to pay or reimburse the City for costs of the 2017 Projects, with the \$3,031.19 shortfall paid from the Series 2017 Project Costs of Issuance Sub-Account.

(e) **Investment Proceeds.** Earnings on amounts held in the various Debt Service Sub-Accounts for the Bonds being refunded by the Refunding Bonds will be transferred to the Revenue Fund. Earnings on amounts in the Arbitrage Rebate Fund shall be retained therein. Earnings on amounts in the Operations and Maintenance Fund, Renewal and Replacement Fund, the Contingency Fund, the Debt Service Stabilization Fund, the PFC Account and the Development Fund will be retained in such respective accounts or transferred to the Revenue Fund as provided under the Indenture.

(f) **Funds on Hand Related to the Refunded Bonds.**

(1) **Debt Service Accounts.**

(i) On the Delivery Date, \$2,097,000.00 from the proceeds from the partial termination of a Debt Service Forward Delivery Agreement dated as of December 1, 2003 among the City, the Trustee and Wachovia Bank, National Association (now Wells Fargo Bank, N.A.), as amended, with respect to a portion of the Series 2007A Debt Service Fund, shall be transferred to the Debt Service Stabilization Fund, and the remaining \$7,021,250 of such proceeds will be used to cash defease the July 1, 2017 maturity of the Series 2007B Bonds.

(ii) On the Delivery Date, \$3,618,425.00 of the funds on deposit in the Series 2007A Debt Service Sub-Account will be transferred to the Series 2017A Refunding Sub-Account, to be held as uninvested cash and used to redeem a portion of the Series 2007A Bonds on July 1, 2017.

(iii) On the Delivery Date, \$7,021,250.00 of the funds on deposit in the Series 2007B Debt Service Sub-Account shall be retained in said Sub-Account to satisfy the principal and interest payment due on July 1, 2017 on the Series 2007B Bonds. The City's instructions in this paragraph are irrevocable.

(iv) On the Delivery Date, \$2,127,000.00 of the funds on deposit in the Series 2007B Debt Service Sub-Account shall be transferred into the Series 2017B Refunding Sub-Account, to be held as uninvested cash and used to redeem a portion of the Series 2007B Bonds on July 1, 2017.

(2) Debt Service Reserve Accounts.

(i) On the Delivery Date, \$4,589,189.87 will be transferred from the Debt Service Reserve Sub-Account for the Refunded 2007A Bonds to the Series 2017A Refunding Sub-Account.

(ii) On the Delivery Date, \$7,772,156.75 will be transferred from the Debt Service Reserve Sub-Account for the Refunded 2007B Bonds to the Airport Development Fund and may be used for any purpose permitted by the Indenture. This amount will be deposited in a separate sub-account and, together with monies, if any, on deposit in the Series 2017 Refunding Bonds Debt Service Reserve Sub-Account, shall be invested pursuant to U.S. Treas. Regs. Section 1.148-9(c) as specified for a 2017 Debt Service Reserve Sub-Account in Section 3(k)(1) of this Tax Certificate.

(3) No Other Amounts. Other than the amounts described in this subsection (f), there are no original, investment, or transferred proceeds of any of the Refunded Bonds that remain unspent on the Delivery Date or amounts that would, absent the issuance of the Refunding Bonds, have been used to pay debt service on the Refunded Bonds.

(g) Funds and Accounts.

(1) Airport Revenue Fund and 2017 Debt Service Sub-Account. Revenues will be transferred to the Airport Revenue Fund and such amounts will be transferred first to the Operation and Maintenance Fund in the amount required by Section 504.1(a) of the Indenture and then to the Bond Fund for deposit in the 2017 Debt Service Sub-Account and any Sub-Sub-Accounts, as applicable, to the extent necessary for the amounts on deposit in such accounts to satisfy the principal and interest requirements of the 2017 Bonds. Amounts on deposit in the 2017 Debt Service Sub-Account will be used to pay principal of and interest on the Bonds and other bonds issued under the Indenture.

The 2017 Debt Service Sub-Accounts and the Revenue Fund (to the extent reasonably expected to pay debt service on the Bonds) will be used primarily to achieve a proper matching of revenues and debt service on the 2017 Bonds in each Bond Year and will be depleted at least once each year except for a reasonable carryover amount not exceeding the greater of (i) the earnings on such accounts for the immediately preceding bond year, or (ii) one-twelfth of the principal of and interest payments on the 2017 Bonds for the immediately preceding bond year.

(2) Series 2017 Debt Service Reserve Sub-Account. The Indenture requires a debt service reserve account for the Bonds to be funded at the time of issuance of the Bonds in an amount equal to the Series 2017 Bonds Debt Service Reserve Requirements. The Series 2017 Refunding Debt Service Reserve Sub-Accounts will be funded by the deposit of a surety policy issued by the Insurer. The Series 2017 Project Debt Service Reserve Sub-Account will be funded from proceeds of the 2017C Project Bonds and 2017D Project Bonds and other available monies. The amounts to be held in the Series

2017 Project Debt Service Reserve Accounts will not exceed the least of (1) 10% of the stated principal amount of the Bonds, (2) the maximum annual principal and interest requirements on the Bonds (determined as of the Issue Date, or (3) 125% of the average annual principal and interest requirements on the Bonds (determined as of the Issue Date). Any amounts in the Debt Service Reserve Account in excess of the 2017 Project Bonds Debt Service Reserve Requirement will be transferred to the Series 2017 Project Debt Service Sub-Account.

(3) Debt Service Stabilization Fund; PFC Account. The amounts on deposit in the Debt Service Stabilization Fund will be used for transfers to the Debt Service Fund to the extent Revenues are insufficient therefore, for emergency debt service needs with respect to debt issued for the Airport, or for other Airport operational emergencies.

Pledged PFC Revenues not required to be used for debt service on certain bonds under the Indenture will be transferred by the City to the PFC Account and, provided certain conditions of the Indenture are satisfied, such amounts may be used by the City for various purposes. Under the Indenture, it is reasonably expected that Pledged PFC Revenues will be accumulated in the PFC Account and required to be held to pay debt service on the 2017D Bonds and other bonds secured by such Pledged PFC Revenues.

(4) No Other Funds. Other than the 2017 Costs of Issuance Sub-Accounts, the 2017 Debt Service Sub-Accounts, the 2017 Debt Service Reserve Sub-Accounts, and related sub-sub-accounts, if any, the Revenue Fund, the Operations and Maintenance Fund, the Contingency Fund, the Renewal and Replacement Fund, the Development Fund, the Debt Service Stabilization Fund, and the Arbitrage Rebate Fund, no fund or account which secures or otherwise relates to the Bonds has been established, nor are any funds or accounts expected to be established, pursuant to any instrument. With respect to the amounts on deposit in the Development Fund, the Operations and Maintenance Fund, the Contingency Fund, the Arbitrage Rebate Fund and the Renewal and Replacement Fund, the amounts deposited therein are not reasonably expected to be used to pay debt service on the Bonds, nor is there is a reasonable assurance that amounts on deposit therein will be available to pay debt service on the Bonds in the event that the City encounters financial difficulties, and the amounts on deposit in these Funds are not reasonably expected to be used to pay debt service and, therefore, monies in these Funds are not subject to restrictions on investments.

(h) Compliance with Reimbursement Regulations. To the extent Proceeds of the Project Bonds or any of the Refunded Bonds are to be used or were used to reimburse the City for costs of any Non-AMT Project or AMT Project, respectively, the City or its authorized representative satisfied the requirements of Section 1.150-2 of the Treasury Regulations.

(i) Transferred Proceeds.

(1) General. At the time that Proceeds of the Refunding Bonds discharge any of the outstanding principal of the Refunded Bonds (i.e., July 1, 2017), proceeds of the Refunded Bonds become transferred proceeds of the 2017 Bonds ("**Transferred Proceeds**") and cease to be proceeds of the Refunded Bonds. The amount of proceeds of

the Refunded Bonds that become Transferred Proceeds is an amount equal to the total proceeds of the Refunded Bonds at the time of that discharge multiplied by a fraction, the numerator of which is the principal amount of the applicable Refunded Bonds discharged with Proceeds of the applicable 2017 Bonds, and the denominator of which is the total outstanding principal amount of the Refunded Bonds, as applicable, immediately prior to that discharge. For purposes of this section, "principal amount" means, in reference to a Plain Par Bond, its stated principal amount, and in reference to any other bond, its present value. See Section 2(h) and Appendix VI.

(2) **Allocation.** Investments of proceeds of any Refunded Bonds are allocated to the Transferred Proceeds by consistent application of either the ratable allocation method or the representative allocation method. Under the ratable allocation method, a ratable portion of each investment of proceeds of the Refunded Bonds is allocated to Transferred Proceeds. Under the representative allocation method, representative portions of the portfolio of investments of proceeds of the Refunded Bonds or Refunded 1997B Bonds are allocated to the Transferred Proceeds. Whether a portion is representative is based on all the facts and circumstances, including, without limitation, whether the current yields, maturities and current unrealized gains and losses on the particular allocated investments are reasonably comparable to those of the unallocated investments in the aggregate. In addition, if a portion of Nonpurpose Investments is otherwise representative, it is within the City's discretion to allocate the portion from whichever source of funds it deems appropriate.

(3) **Unspent Proceeds.** There are no unspent proceeds of the Refunded Bonds.

(j) **Bond Yield.**

(1) **In general.** The yield on the 2017 Bonds (the "**Bond Yield**") is the discount rate that, when used in computing the present value on the Delivery Date of all the expected payments of principal and interest and fees for qualified guarantees and qualified hedges that are paid and to be paid on the Bonds, produces an amount equal to the present value, using the same discount rate, of the aggregate issue price of the Bonds on the Delivery Date.

(2) **Issue Price.** Based on the representations of the Underwriter, as of the Delivery Date the aggregate issue price of the Bonds (the "**2017 Issue Price**") is \$301,657,504.10, the face amount of the Bonds (\$258,430,000.00), plus original issue premium (\$43,277,504.10).

(3) **Callable Premium Bonds.** A portion of the Bonds (the "**Callable Premium Bonds**") are subject to optional early redemption and were sold at an issue price that exceeds the stated redemption price at maturity by more than one percent (1%) multiplied by the product of the stated redemption price at maturity and the number of complete years to the first optional redemption date for the Callable Premium Bonds. In accordance with Treasury Regulation Section 1.148-4(b)(3), the yield on the Bonds has been calculated by treating the Callable Premium Bonds as redeemed on the call date that

produces the lowest yield on the Bonds. Accordingly, the yield on the Bonds was calculated by treating each of the Callable Premium Bonds as redeemed on July 1, 2027 at par.

(4) Qualified Guarantee. Based in part on the representations of the Underwriter and the Insurer, the Issuer makes the following representations regarding the 2017 Bond Insurance:

(i) Interest savings. The Issuer reasonably expects that the present value of the fees for the Bond Insurance will be less than the present value of the expected interest savings on the 2017 Bonds as a result of the Bond Insurance. For this purpose, present value is computed using the yield on each of the 2017 Bonds as the discount rate (determined with regard to payments for the Bond Insurance), but treating the Callable Premium Bonds as remaining outstanding until their stated maturity.

(ii) Guarantee in substance. The Bond Insurance creates a guarantee in substance. The Bond Insurance imposes a secondary liability that unconditionally shifts substantially all of the credit risk for all or part of the payments, such as payments for principal and interest, redemption prices, or tender prices, on the 2017 Bonds. The Insurer is not a co-obligor on the Bonds. The Insurer does not expect to make any payments on the Bonds. The Insurer (or any related party) is not using any portion of the proceeds of the Bonds.

(iii) Reasonable charge. Fees for the Bond Insurance do not exceed a reasonable, arms-length charge for the transfer of credit risk. None of the fees for the Bond Insurance include any payment for any direct or indirect services other than the transfer of credit risk.

Based on the foregoing, Bond Counsel has advised the City that the fees paid to the Insurer for the Bond Insurance will constitute payments for a "qualified guarantee" within the meaning of Treasury Regulation Section 1.148-4(f). Consistent with Treasury Regulation Section 1.148-4(f)(6), the payments for the qualified guarantees will be allocated to the Bonds and to Computation Periods in a manner that properly reflects the proportionate credit risk for which the guarantor is compensated.

(5) Qualified Hedge. The City has not and does not expect to enter into any "hedge" (within the meaning of Treasury Regulation Section 1.148-4(h)(2)(i)) with respect to the Bonds.

(6) Computation. Based upon calculations performed by the Underwriter, the yield on the Series 2017 Bonds is 2.292129 percent.

(7) Single Issue. As described in Section 2(b) hereof, all of the 2017 Bonds are part of a single issue within the meaning of Section 1.150-1(c) of the Treasury Regulations.

(k) Expectations Regarding Yield Limitations.

(1) Generally.

Fund or Account**	Temporary Period of Unrestricted Investment	Restriction After Temporary Period*	Excepted From Rebate (Y)/(N)
Construction Fund	None	Bond Yield plus 1/8th of 1 percentage point	N
2017 Refunding Bonds Debt Service Reserve Sub- Account – not in excess of the Reserve Limit	Unlimited	N/A	N
2017 Refunding Bonds Debt Service Reserve Sub- Account – in excess of the Reserve Limit	None	Bond Yield plus 1/8th of 1 percentage point	N
2017 Project Bonds Debt Service Reserve Sub-Account – not in excess of the 2017 Project Debt Service Reserve Requirement stated in the Twenty-Second Supplemental Indenture	Unlimited	N/A	N
2017 Debt Service Fund	13 months	Bond Yield plus 1/1000 th of 1 percentage point	N
Replacement Proceeds	30 days	Bond Yield plus 1/1000 th of 1 percentage point	N
Investment Earnings - Construction Fund	1 Year from Receipt	Bond Yield plus 1/8th of 1 Percent	N
Costs of Issuance	90 days	Bond Yield	N
Investment Earnings - 2017 Debt Service Fund, Debt Service Stabilization Fund;	One Year	Bond Yield	N

Fund or Account**	Temporary Period of Unrestricted Investment	Restriction After Temporary Period*	Excepted From Rebate (Y)/(N)
PFC Account			
Debt Service Stabilization Fund; PFC Account	30 days	Bond Yield plus 1/1000 th of 1 percentage point	N

* In the event that any Gross Proceeds are subject to a materially higher yield spread of the Bond Yield plus 1/8 of 1 percentage point and any other Gross Proceeds are subject to materially higher yield spread of the Bond Yield plus 1/1000 of 1 percentage point, then all of the Gross Proceeds are subject to a materially higher yield spread of the Bond Yield plus 1/1000 of one percent.

** Amounts in the Arbitrage Rebate Fund are subject to arbitrage rebate and yield restriction and rebate only to the extent that they constitute Proceeds of the Bonds. The City will consult with Bond Counsel if Proceeds of the Bonds are deposited into the Arbitrage Rebate Fund.

(2) **Debt Service Reserve Account.** The amounts in the Debt Service Reserve Fund may be invested without regard to yield restriction to the extent that such amount does not exceed the least of (i) 10 percent of the Issue Price of the Bonds (\$30,165,750.41), (ii) maximum annual principal of and interest on the Bonds (\$40,589,250.00) or (iii) 125 percent of the average annual principal of and interest on the Bonds (\$15,827,361.51) (the “**Reserve Limit**”). To the extent the amount in the Debt Service Reserve Fund exceeds the Reserve Limit, such excess will be invested at a yield not in excess of the Bond Yield either directly or by making the appropriate “yield reduction payments” if permitted under Treasury Regulation 1.148-5(c), or will be invested in bonds the interest on which is excludable from gross income under section 103 of the Code (other than “specified private activity bonds” within the meaning of Section 57(a)(5)(C) of the Code).

(3) **Debt Service Stabilization Fund; PFC Account.** Amounts on deposit in the Debt Service Stabilization Fund and the PFC Account must be allocated among the bonds secured thereby and may not be invested at a yield in excess of the yield on the related bonds.

(4) **Existing Investments.** The investments previously made for amounts deposited into the 2007A Debt Service Reserve Sub-Account are being liquidated and the proceeds transferred as described in Section 3(f)(2)(1). The investments previously made for amounts deposited into the 2007B Debt Service Reserve Sub-Account are being transferred to the Airport Development Fund.

SECTION 4.

(a) **Definitions.** For purposes of this Section 4, the following words and terms shall have the following meanings:

(1) **Available Construction Proceeds** means the sale proceeds of the Project Bonds, increased by investment earnings on such sale proceeds and earnings on such earnings, reduced by sale proceeds used to pay issuance costs of the Bonds. If the City has elected under Code §148(f)(4)(C)(v) to treat a portion of the Bond Proceeds as a construction portion, then the references above to the "Bonds" refer only to the construction portion.

(2) **Bond Year** means each one-year period (or shorter period for the first Bond Year) ending June 1, or another one-year period selected by the Network.

(3) **Computation Date** means each date on which arbitrage rebate for the Bonds is computed. The Network may treat any date as a Computation Date, subject to the following limits: (1) the first Computation Date cannot be later than five years after the Issue Date; (2) each subsequent rebate installment payment must be made for a Computation Date not later than five years after the previous Computation Date for which an installment payment was made; and (3) the date the last Bond is discharged is the final Computation Date.

(4) **Gross Proceeds** means (a) sale proceeds (any amounts actually or constructively received by the Authority from the sale of the Bonds, including amounts used to pay underwriting discount or fees, but excluding pre-issuance accrued interest); (b) investment proceeds (any amounts received from investing sale proceeds, other investment proceeds, or transferred proceeds); (c) any transferred proceeds; (d) any amounts held in a sinking fund for the Bonds; (e) any amounts held in a pledged fund or reserve fund for the Bonds; and (f) any other replacement proceeds.

(5) **Guaranteed Investment Contract** is any Investment with specifically negotiated withdrawal or reinvestment provisions and a specifically negotiated interest rate, including any agreement to supply Investments on two or more future dates (e.g., a forward supply contract).

(6) **Investment** means any security, obligation, annuity contract or other investment-type property which is purchased directly with, or otherwise allocated to, Gross Proceeds. Such term does not include obligations the interest on which is excluded from federal gross income, except for "specified private activity bonds" as such term is defined in Code §57(a)(5)(C).

(b) **Rebate Covenants.** The City will (a) engage, at the expense of the City, a Rebate Analyst to compute arbitrage rebate on the Bonds in accordance with the Regulations, and (b) pay to the United States, but solely from amounts held in the Airport Rebate Fund (the "**Rebate Fund**") or money provided by the City, all such arbitrage rebate in accordance with this Tax Agreement and the Regulations. The City will make payments to the Bond Trustee as necessary to comply with the rebate requirements of Code §148(f) and the Regulations.

(c) **Temporary Periods/Yield Restriction.** Except as described below, Gross Proceeds must not be invested at a yield greater than the yield on the Bonds:

(1) **Project Account.** Bond proceeds deposited in the Project Account and investment earnings on such proceeds may be invested without yield restriction for three years after the Issue Date. If any unspent proceeds remain in the Project Account after three years, such amounts may continue to be invested without yield restriction so long as the Network pays to the IRS all yield reduction payments in accordance with Treas. Reg. §1.148-5(c). These payments are required whether or not the bonds are exempt from the arbitrage rebate requirements of Code §148.

(2) **Costs of Issuance Account.** Amounts held in the Costs of Issuance Account may be invested without yield restriction for 13 months.

(3) **Bond Fund.** To the extent that the Bond Fund qualifies as a Bona Fide Debt Service Fund, money in such Fund may be invested without yield restriction for 13 months after the date of deposit. Earnings on such amounts may be invested without yield restriction for one year after the date of receipt of such earnings.

(4) **Minor Portion.** In addition to the amounts described above, Gross Proceeds not exceeding the Minor Portion may be invested without yield restriction.

(d) **Fair Market Value.**

(1) **General.** No investment may be acquired with Gross Proceeds for an amount (including transaction costs) in excess of the fair market value of such investment, or sold or otherwise disposed of for an amount (including transaction costs) less than the fair market value of the investment. The fair market value of any investment is the price a willing buyer would pay to a willing seller to acquire the investment in a bona fide, arm's-length transaction. Fair market value will be determined in accordance with §1.148-5 of the Regulations.

(2) **Established Securities Market.** Except for investments purchased for a yield-restricted defeasance escrow, if an investment is purchased or sold in an arm's-length transaction on an established securities market (within the meaning of Code §1273), the purchase or sale price constitutes the fair market value. Where there is no established securities market for an investment, market value must be established using one of the paragraphs below. The fair market value of investments purchased for a yield-restricted defeasance escrow must be determined in a bona fide solicitation for bids that complies with §1.148-5 of the Regulations.

(3) **Certificates of Deposit.** The purchase price of a certificate of deposit (a "CD") is treated as its fair market value on the purchase date if (1) the CD has a fixed interest rate, a fixed payment schedule, and a substantial penalty for early withdrawal; (2) the Yield on the CD is not less than the Yield on reasonably comparable direct obligations of the United States; and (3) the Yield is not less than the highest Yield published or posted by the CD issuer to be currently available on reasonably comparable CDs offered to the public.

(4) Guaranteed investment Contracts. The purchase price of a Guaranteed investment Contract is treated as its fair market value on the purchase date if all of the following requirements are met:

(i) Bona Fide Solicitation for Bids. The City or the Trustee under the Indenture (the "Trustee"), as appropriate, makes a bona fide solicitation for the Guaranteed Investment Contract, using the following procedures:

(A) The bid specifications are in writing and are timely forwarded to potential providers.

(B) The bid specifications include all "material" terms of the bid. A term is material if it may directly or indirectly affect the yield or the cost of the Guaranteed Investment Contract.

(C) The bid specifications include a statement notifying potential providers that submission of a bid is a representation (i) that the potential provider did not consult with any other potential provider about its bid, (ii) that the bid was determined without regard to any other formal or informal agreement that the potential provider has with the City, the Trustee, or any other person (whether or not in connection with the bond issue), and (iii) that the bid is not being submitted solely as a courtesy to the City, the Trustee, or any other person, for purposes of satisfying the requirements of the Regulations.

(D) The terms of the bid specifications are "commercially reasonable." A term is commercially reasonable if there is a legitimate business purpose for the term other than to increase the purchase price or reduce the yield of the Guaranteed Investment Contract.

(E) The terms of the solicitation take into account the City's reasonably expected deposit and draw-down schedule for the amounts to be invested.

(F) All potential providers have an equal opportunity to bid. For example, no potential provider is given the opportunity to review other bids (i.e., a last look) before providing a bid.

(G) At least three "reasonably competitive providers" are solicited for bids. A reasonably competitive provider is a provider that has an established industry reputation as a competitive provider of the type of investments being purchased.

(ii) Bids Received. The bids received by the City or Trustee must meet all of the following requirements:

(A) The City or Trustee receives at least three bids from providers that were solicited as described above and that do not have a

“material financial interest” in the issue. For this purpose, (i) a lead underwriter in a negotiated underwriting transaction is deemed to have a material financial interest in the issue until 15 days after the issue date of the issue; (ii) any entity acting as a financial advisor with respect to the purchase of the Guaranteed Investment Contract at the time the bid specifications are forwarded to potential providers has a material financial interest in the issue; and (iii) a provider that is a related party to a provider that has a material financial interest in the issue is deemed to have a material financial interest in the issue.

(B) At least one of the three bids received is from a reasonably competitive provider, as defined above.

(C) If the City or Trustee uses an agent or broker to conduct the bidding process, the agent or broker did not bid to provide the Guaranteed Investment Contract.

(iii) **Winning Bid.** The winning bid is the highest yielding bona fide bid (determined net of any broker’s fees).

(iv) **Fees Paid.** The obligor on the Guaranteed Investment Contract certifies the administrative costs that it pays (or expects to pay, if any) to third parties in connection with supplying the Guaranteed Investment Contract.

(v) **Records.** The City or Trustee retains the following records with the bond documents until three years after the last outstanding Bond is redeemed:

(A) A copy of the Guaranteed Investment Contract.

(B) The receipt or other record of the amount actually paid by the City or Trustee for the Guaranteed Investment Contract, including a record of any administrative costs paid by the City or Trustee, and the certification as to fees paid, described in paragraph (d)(4) above.

(C) For each bid that is submitted, the name of the person and entity submitting the bid, the time and date of the bid, and the bid results.

(D) The bid solicitation form and, if the terms of Guaranteed Investment Contract deviated from the bid solicitation form or a submitted bid is modified, a brief statement explaining the deviation and stating the purpose for the deviation.

(5) **Other investments.** If an investment is not described above, the fair market value may be established through a competitive bidding process, as follows:

(i) at least three bids on the investment must be received from persons with no financial interest in the Bonds (e.g., as underwriters or brokers); and

(ii) the Yield on the investment must be equal to or greater than the Yield offered under the highest bid.

(e) Spending Exceptions.

(1) Six-Month Exception.

(i) The obligation to pay arbitrage rebate to the United States will be treated as satisfied if:

(A) the Gross Proceeds (as modified below) are allocated to expenditures for the governmental purposes of the Bonds within six months after the Issue Date; and

(B) rebate is paid in accordance with Code §148 on all Gross Proceeds not required to be spent as provided in paragraph (1) (other than amounts in a Bona Fide Debt Service Fund). Normally, this will include only Gross Proceeds in a reasonably required reserve or replacement fund.

(ii) For purposes of paragraph (1)(A) above, Gross Proceeds do not include amounts in a Bona Fide Debt Service Fund or a reasonably required reserve or replacement fund, or amounts that become Gross Proceeds after the end of the six-month spending period, but were not anticipated as of the Issue Date. The Bonds meet the six-month spending test even if, at the end of the six-month period, Gross Proceeds not exceeding 5% of the sale proceeds of the Bonds remain unspent, so long as such Gross Proceeds are spent within one year after the Issue Date. But the use of Gross Proceeds to pay principal of any Bond cannot be treated as an expenditure of Gross Proceeds for the purpose of the spending exception.

(2) Eighteen-Month Exception.

(i) The obligation to pay arbitrage rebate to the United States will be treated as satisfied with respect to the Bonds if:

(A) the Gross Proceeds (as modified below) are allocated to expenditures for the governmental purposes of the Bonds in accordance with the following schedule:

<u>Time Period After the Issue Date</u>	<u>Minimum Percentage of Gross Proceeds Spent</u>
6 months	15%
12 months	60%
18 months	100%

and;

(B) rebate is paid in accordance with Code §148 on all Gross Proceeds not required to be spent in accordance with the 18-month spending schedule (other than amounts in a Bona Fide Debt Service Fund). Normally, this will include only Gross Proceeds in a reasonably required reserve or replacement fund.

(ii) For purposes of paragraph (1)(A) above, Gross Proceeds do not include amounts in a Bona Fide Debt Service Fund or a reasonably required reserve or replacement fund, or amounts that become Gross Proceeds after the end of the 18-month spending period, but were not anticipated as of the Issue Date. The Bonds meet the 18-month spending test even if, at the end of the 18-month period, Gross Proceeds not exceeding a Reasonable Retainage remain unspent, so long as such proceeds are allocated to expenditures within 30 months after the Issue Date. In addition, the failure to satisfy the final spending requirement at the end of the 18-month period is disregarded if the City uses due diligence to complete the Project and the amount of the failure does not exceed the lesser of 3% of the aggregate issue price of the Bonds or \$250,000. But the use of Gross Proceeds to pay principal of any Bond cannot be treated as an expenditure of Gross Proceeds for the purpose of the spending exception.

(3) Two-year Exception for Construction Issue.

(i) Spending Test.

(A) The obligation to pay arbitrage rebate to the United States will be treated as satisfied with respect to the Available Construction Proceeds of the Bonds if all of such Available Construction Proceeds are allocated to expenditures for the governmental purposes of the Bonds within two years after the Issue Date, in accordance with the following schedule:

<u>Time Period After the Issue Date</u>	<u>Minimum Percentage of Available Construction Proceeds Spent</u>
6 months	10%
12 months	45%
18 months	75%
24 months	100%

(B) The Bonds meet the two-year spending test even if, at the end of the two-year period, Available Construction Proceeds not exceeding a Reasonable Retainage remain unspent, so long as such Reasonable Retainage is spent within three years after the Issue Date. In addition, the failure to satisfy the final spending requirement at the end of the two-year period is disregarded if the City uses due diligence to complete the Project and the failure does not exceed the lesser of 3% of

the aggregate issue price of the Bonds or \$250,000. But the use of Gross Proceeds to pay principal of any Bond cannot be treated as an expenditure of Gross Proceeds for the purpose of the spending exception.

(ii) Payment of Arbitrage Rebate on Other Gross Proceeds. Meeting the spending test for Available Construction Proceeds does not relieve the City of the obligation to pay arbitrage rebate generated on Gross Proceeds which are not Available Construction Proceeds, except as follows:

(A) If the two-year spending requirements are met, then earnings on a Bona Fide Debt Service Fund cannot be taken into account in computing arbitrage rebate.

(B) No rebate is payable on earnings in a reasonably required reserve or replacement fund until the earlier of the close of the two-year spending period or the date construction of the Project is substantially completed. But if the City elected under Code §148(f)(4)(C)(vi)(IV) to exclude earnings on a reasonably required reserve or replacement fund from Available Construction Proceeds, then such earnings are subject to rebate beginning on the Issue Date.

(f) Computation and Payment of Arbitrage Rebate.

(1) Rebate Fund. The City will keep the Rebate Fund separate from all other funds and will administer the Rebate Fund under this Tax Certificate. Any investment earnings derived from the Rebate Fund will be credited to the Rebate Fund, and any investment loss will be charged to such Fund.

(2) Computation of Rebate Amount. The City will engage a Rebate Analyst (at the expense of the City) to compute arbitrage rebate generated on all investments within 45 days after each Installment Computation Date, and within 45 days after the Final Computation Date, in accordance with the Regulations. Upon each computation of arbitrage rebate, the City will give written notice to the City and the City by first class mail, postage prepaid, including a copy of such computation, showing the arbitrage rebate due and the amount then on deposit in the Rebate Fund, together with an opinion or certificate of the Rebate Analyst stating that arbitrage rebate was determined in accordance with the Regulations. If the amount on deposit in the Rebate Fund is less than the arbitrage rebate due, the City will, within 50 days after such Computation Date, pay the amount of the deficiency for deposit into the Rebate Fund. If the amount on deposit in the Rebate Fund is greater than the Rebate Amount, the City will transfer such surplus from the Rebate Fund to the Bond Fund. After the Final Computation Date, any money left in the Rebate Fund may be used by the City for any purpose not prohibited by law.

(3) Exception for Bond Fund. To the extent that the Airport Bond Fund qualifies as a Bona Fide Debt Service Fund, investment earnings in such account cannot be taken into account in computing arbitrage rebate (1) if the Bonds meet the six-month

spending exception from rebate described above; (2) if the Bonds meet the 18-month or two-year spending exception from rebate described above; or (3) for a given Bond Year, if the gross earnings on the Bond Fund for such Bond Year are less than \$100,000. If the average annual debt service on the Bonds does not exceed \$2,500,000, the \$100,000 earnings test may be treated as satisfied.

(4) Rebate Payments. Within 60 days after each Computation Date, the City will pay to the United States (from money in the Rebate Fund or provided by the City) the rebate amount then due, determined in accordance with the Regulations. Each rebate payment must be (1) accompanied by IRS Form 8038-T and such other forms, documents or certificates as may be required by the Regulations, and (2) mailed or delivered to the IRS at the address shown below, or to such other location as the IRS may direct:

Internal Revenue Service Center
Ogden, Utah 84201

(g) Records. The City will retain detailed records with respect to each computation of arbitrage rebate and each investment, including: (a) purchase date, (b) purchase price, (c) information establishing the fair market value on the date such investment was allocated to the Bonds, (d) any accrued interest paid, (e) face amount, (f) coupon rate, (g) frequency of interest payments, (h) disposition price, (i) any accrued interest received, and (j) disposition date. The City will retain all such records until six years after the Final Computation Date.

(h) Filing Requirements. The City will file or cause to be filed with the Internal Revenue Service such reports or other documents as are required by the Code.

(i) Survival after Defeasance. Notwithstanding anything to the contrary, the obligation to pay arbitrage rebate to the United States will survive the payment or defeasance of the Bonds.

SECTION 5. NO FEDERAL GUARANTEE. The City will not, directly or indirectly, use or permit the use of or otherwise invest any Gross Proceeds of the Bonds or any other funds of the City or take or omit to take any action that would cause, the Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code. In furtherance of this covenant, the City will not allow the payment of the principal of or interest on the Bonds to be guaranteed (directly or indirectly) in whole or in part by the United States or any agency or instrumentality thereof.

SECTION 6. 2017A AND 2017C BONDS-RESTRICTIONS ON NONGOVERNMENTAL USE.

(a) Generally. The 2017A Bonds and 2017C Bonds (collectively, the "Non-AMT Bonds") are "state or local bonds" that are not "private activity bonds" under Section 103 of the Code. The City covenants that (a) no more than five percent or \$5 million in the aggregate of the Sale Proceeds of the Non-AMT Bonds will be used to make or finance loans (other than loans which enable the borrower to finance any governmental tax or assessment of general application for an essential governmental function or which are used to acquire or carry Nonpurpose Investments) to any person other than a governmental unit ("Private Loans"); (b) no more than

the lesser of (i) 10 percent or (ii) \$15 million of the Sale Proceeds of the Non-AMT Bonds will be used in any trade or business carried on by any natural person or any activity carried on by anyone other than a natural person or a state or local governmental unit (a "**Private Business Use**"). In addition, no more than 5 percent of such proceeds shall be used for "unrelated" or "disproportionate related" Private Business Use. For purposes of this section, any use of the Non-AMT Project as a member of the general public shall be disregarded. The City covenants to obtain an opinion of Bond Counsel as to the continuing tax-exempt status of the interest on the Non-AMT Bonds in the event that the use of the 2007A Bond proceeds changes or is to be changed in a manner that would violate these restrictions.

The Proceeds of the Refunded 2001A Bonds and 2002A Bonds were used for improvements that relate to portions of the Airport that are not leased or otherwise used for a Private Business Use by any airline or other nongovernmental person.

The airfield improvements will not be used for a Private Business Use. With respect to the airfield improvements, those facilities will be available for take-off, landings, and other use by any operator of an aircraft desiring to use the airport, including general aviation operators who are natural persons not engaged in a trade or business. It is reasonably expected that most of the actual use of the runway will be by private air carriers in connection with the airport terminals leased by those carriers. These leases for the use of terminal space provide no priority rights or other preferential benefits to the air carriers for use of the runways and related improvements. Under the leases, the lease payments are determined without taking into account the revenues generated by runway landing fees (that is, the lease payments are not determined on a residual basis). Signatory Airlines currently pay fees for landings pursuant to a rate schedule different from that applicable to other airlines. These different rates are customary and reasonable and the City does not and will not limit the availability of these rates to Signatory Airlines. Any new use agreements with the airlines will contain similar provisions and will be submitted to Bond Counsel for a determination that such agreements will not adversely affect the exclusion from gross income of interest on the Non-AMT Bonds.

(b) Rules of Application. The rules described in paragraph (a) are referred to as the "Private Activity Bond Limitations." The City will not permit any additional Private Business Use or Private Loans with respect to the proceeds of the 2007A Bonds unless an opinion of Bond Counsel is obtained prior to such use or loans that the exclusion from gross income of interest on the Bonds will not be adversely affected by such use or loans. The Private Activity Bond Limitations are imposed individually against each issue of bonds without regard to the use of proceeds of any other issue of outstanding bonds. The City understands from discussions with Bond Counsel that in applying the Private Activity Bond Limitations it must take into account both its reasonable expectations as of the date hereof regarding the expected uses of the proceeds of the Non-AMT Bonds (and the facilities financed with such proceeds) throughout the stated term of the Non-AMT Bonds (that is, until the final stated maturity date) as well as any deliberate actions that may occur during the term of the Non-AMT Bonds (without regard to those reasonable expectations).

(c) Private Business Use. Any activity carried on by a person other than a natural person is treated as a trade or business. Both actual and beneficial use by a nongovernmental person may be treated as Private Business Use. In most cases, there is Private Business Use only

if a nongovernmental person has special legal entitlements to use the financed property under an arrangement with the issuer. In general, a nongovernmental person is treated as a private business user of proceeds and financed property as a result of ownership; actual or beneficial use of property pursuant to a lease, or a management or incentive payment contract; or certain other arrangements such as a take or pay or other output-type contract. Use as a member of the general public is not Private Business Use. With respect to property that is not available for use by the general public, Private Business Use may be established on the basis of a "special economic benefit" to one or more nongovernmental persons, even if they have no special legal entitlements to use of the property.

(d) **Measurement Period for Refunding Portion.** The average amount of Private Business Use of the Non-AMT Projects financed with proceeds of the 2001A Bonds and 2002A Bonds from the issue dates of such Bonds until the Delivery Date does not exceed the limitation on Private Business Use described in SECTION 7(a) of this Tax Certificate.

SECTION 7. 2017D PROJECT BONDS-COMPLIANCE WITH QUALIFIED PRIVATE ACTIVITY BOND REQUIREMENTS. The Proceeds of the 2017D Project Bonds will be used to finance the Series 2017D Projects (the "AMT Projects") that relate to the terminal, concourse and other airline tenant improvements. Pursuant to the separate issue election made in SECTION 2(g) hereof, the 2017D Bonds are treated as a separate issue of qualified private activity bonds under Section 142(a)(1) of the Code. The City covenants, warrants and represents that the following private activity bond requirements have been met with respect to the 2017D Bonds:

(a) **Average Maturity.** The weighted average maturity of the 2017D Bonds does not exceed 120% of the average reasonably expected economic life of the AMT Projects.

(b) **Public Approval.** The issuance of the 2017D Bonds was approved by the Mayor of the City on May 23, 2017 following a public hearing on May 19, 2017, notification of which was published on May 4, 2017 in the St. Louis Daily Record. Attached hereto as Exhibit B is a copy of the notice of public hearing required by Section 147(f) of the Code, and the Mayor's approval.

(c) **Prohibited Facilities.** The City will not use any of the Proceeds of 2017D Bonds to finance or refinance any airplane, skybox or other private luxury box, facility used for gambling, massage parlors, stadiums or store the principal business of which is the sale of alcoholic beverage for consumption off premises.

(d) **Qualified Costs.** At least ninety-five percent (95%) of the Net Proceeds of the 2017D Bonds will finance or refinance qualified costs constituting an exempt airport facility under Section 142(a)(1) of the Code.

(e) **Public Use.** The AMT Projects are part of the Airport which serves or is available on a regular basis for general public use.

(f) **Functionally Related.** To the extent the AMT Projects include facilities that are functionally related and subordinate to the Airport, such facilities are of a character and size commensurate with the character and size of the Airport.

(g) Office. Any office financed or refinanced by the 2017D Bonds is located on the premises of the Airport and will be used exclusively for purposes directly related to the Airport's day-to-day operations.

(h) Facility Restrictions. The AMT Projects do not include any of the following:

- (1)** any lodging facility;
- (2)** any retail facilities (including food and beverage facilities) if they are in excess of a size necessary to serve passengers and employees at the Airport;
- (3)** any retail facilities (other than parking) for passengers or the general public (including rental car lots) located outside the terminal;
- (4)** office buildings for individuals who are not employees of a governmental unit or of the operating authority for the Airport; and
- (5)** industrial parks or manufacturing facilities.

(i) Safe Harbor Leases. The AMT Projects are owned by the City and any lease or management contract of any portion of such projects will meet the following requirements:

- (1)** the lessee will make an irrevocable election not to claim depreciation or investment tax credit with respect to such property;
- (2)** the lease term is no more than eighty percent (80%) of the reasonably expected economic useful life of the property used (determined in the same manner as under Section 147(b) of the Code); and
- (3)** there is no option to purchase at other than fair market value (as of the time the option is exercised).

(j) Volume Cap. No volume cap allocation is required for the 2017D Bonds under Section 146(g)(3) of the Code.

(k) Land. Less than 25% of the Net Proceeds of the 2017D Bonds was or will be used to finance or refinance the acquisition of land.

(l) New Property. No portion of the Proceeds of the 2017D Bonds will be used to finance or refinance the acquisition of an interest in any property unless the first use of such property was pursuant to such acquisition.

(m) Costs of Issuance. No more than two percent of the Sale Proceeds of the 2017D Bonds will be used to pay expenses incurred in connection with the issuance of the 2017D Bonds, including, but not limited to, underwriters' discount, bond counsel fees and printing costs.

The Refunded Bonds are being currently refunded using Proceeds of the Refunding Bonds, which bonds are being issued within 90 days of the call date of the Refunded Bonds.

SECTION 8. INFORMATION REPORTING. The City has reviewed the Internal Revenue Service Forms 8038-G to be filed in connection with the issuance of the Refunding Bonds, copies of which are attached hereto as Exhibits C-1 and C-2, and all of the information contained therein is, to the best of the City's knowledge, true and complete. The City has also reviewed the Internal Revenue Service Forms 8038 to be filed in connection with the issuance of the Project Bonds, copies of which are attached hereto as Exhibits C-3 and C-4, and all of the information contained therein is, to the best of the City's knowledge, true and complete.

SECTION 9. BONDS ISSUED IN REGISTERED FORM. In accordance with Section 149(a) of the Code, the Bonds are being issued in registered form.

SECTION 10. NOT POOLED FINANCING BONDS. No proceeds of the Bonds will be used to make or finance loans to 2 or more ultimate borrowers within the meaning of Section 149(t) of the Code.

SECTION 11. RECORD KEEPING. The City has adopted a Compliance Policy for its tax-exempt Bonds pursuant to which it will provide periodic reviews and maintain records to support the representations, certifications and expectations set forth in this Tax Certificate. The records that must be retained include, but are not limited to:

- (a) Basic records and documents relating to the Bonds;
- (b) Documentation evidencing the expenditure of Bond proceeds;
- (c) Documentation evidencing the use of a project by public and private sources (i.e., copies of management contracts, research agreements, leases, etc.);
- (d) Documentation evidencing all sources of payment or security for the Bonds;
- (e) Documentation evidencing compliance with the timing and allocation of expenditures of Bond proceeds;
- (f) Documentation pertaining to any investment of Bond proceeds (including the purchase and sale of securities, SLGs subscriptions, yield calculations for each class of investments, actual investment income received from the investment of proceeds, guaranteed investment contracts, and rebate calculations); and
- (g) Records of all amounts paid to the United States pursuant to Section 4 above.

SECTION 12. OTHER MATTERS.

(a) **Expectations.** The undersigned is an authorized representative of the City and is acting for and on behalf of the City in executing this Tax Certificate. To the best of the knowledge and belief of the undersigned, there are no other facts, estimates or circumstances that

would materially change the expectations as set forth herein, and said expectations are reasonable.

(b) Amendments. Notwithstanding any provision of this Tax Certificate, the City may amend this Tax Certificate, and thereby alter any actions allowed or required by this Tax Certificate, if such amendment is supported by an Opinion of Counsel.

[Signature Page Follows]

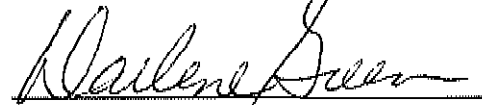
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(c) **Survival of Defeasance.** Notwithstanding any provision in this Tax Certificate or the Indenture to the contrary, the obligation to remit the rebate requirement, if any, to the United States Department of the Treasury and to comply with all other requirements contained in this Tax Certificate shall survive defeasance of the Bonds.

Dated: June 28, 2017

THE CITY OF ST. LOUIS, MISSOURI

By:



Darlene Green
Comptroller

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EXHIBIT A

Description of 2017 Projects

The 2017 Projects consist of the following capital projects:

2017C PROJECTS

Airfield Projects:

Airfield Maintenance

Fire Suppression Bldgs A,B,C,D

Electrical Upgrades Bldg A,B

Airfield Vehicles

Snow Plow/Broom

Loader

Deicer Truck, 5000 gal

Deicer Truck, 5000 gal

Snow Plow/Broom

ARFF Oshkosh Truck

Rubber and Paint Removal Vehicle

Street Sweeper

ARFF Aerial Ladder Truck

FAA Transponders

ARFF Ford 450

Replace North ARFF HVAC Equipment

Airfield Runway and Apron Projects

Design TLC,P to L and Phs 2 Apron

Const. TL C,R to P and Phs 1 Apron

Update Pavement Plan

Design TL C,S to R Phs 3 Apron

Const TL C,P to L and Phs 2 Apron

Deicing Runoff Tanks

Master Plan update w/eALP

Parking Projects:

Parking Improvements

LED Fixtures - Lots A,B,C,D

T1 Ramp Heaters

Roofs at Garage Elevator and Pump Hse

Ground Trans Center - refresh signage

Rehab Concrete T1/T2 Parking Garage

Rehab Asphalt Surfaces Lots A,B,C,D, Cell Phase I

2017D PROJECTS

Terminal Projects:

Building Maintenance Projects - T1

Repair ceiling Conc C bridge

Sanitary Lateral Replacement

T1 Storm Sewers

Climate Control - T1

Replace Cooling Towers

Deaerators West and East Plants

Replace T1 Air Hand Units 12,16,17

Replace Boiler Controls West and East

Arc Flash Study

Engineering Projects T1

Expansion Joint Structure

Air Lock Doors T1 Entries 2,3,4,5,6

Airline Holdroom T1 Charging Stations

Terminal 1 and 2 Shared Projects

Upgrade MUFIDS T1/T2

Terminal 2 Projects:

Climate Control Projects T2

Deaerators West and East Plants

Replace Chiller 3 (Design and Const)

Replace Boiler Controls

Replace Inbound Baggage Makeup T2

Passenger Loading Bridges Projects

Passenger Loading Bridges

Reactivate C29 and 30 incl 2 bridges

Three (3) loading bridges

EXHIBIT B
NOTICE OF PUBLIC HEARING

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**NOTICE OF PUBLIC HEARING
CONCERNING
THE ISSUANCE BY THE CITY OF ST. LOUIS, MISSOURI
OF ITS AIRPORT REVENUE BONDS**

Notice is hereby given that on Friday, May 19, 2017, at 9:00 A.M., The City of St. Louis, Missouri (the "City") will conduct a public hearing at City Hall, 1200 Market Street, Room 208, St. Louis, Missouri, for the purpose of giving interested persons an opportunity to be heard on the proposed plan of financing and issuance by the City of its Airport Revenue Bonds (St. Louis Lambert International Airport) (the "Bonds") consisting of (i) its Series 2017A and 2017B Refunding Bonds to be issued in an aggregate principal amount of not to exceed \$240 million for the purpose of refunding a portion of the City's presently outstanding Airport Revenue Bonds, (ii) its Series 2017C and 2017D Bonds to be issued in an aggregate principal amount of not to exceed \$70 million for the purpose of financing the costs of construction, repair, improvement and renovation of certain projects at the St. Louis Lambert International Airport (the "Airport"), including runway expenditures, parking facilities, snow removal equipment, passenger loading facilities, and climate control equipment. The Airport is owned and operated by the City and located at 10701 Lambert International Boulevard, St. Louis, Missouri. The Bonds shall be limited obligations of the City, payable from the revenues derived by the City from the operation of the Airport and certain other pledged funds. The Bonds shall not be a debt of the City, the State of Missouri (the "State"), or any political subdivision thereof; and neither the City nor the State, or any political subdivision thereof, shall be liable thereon, nor, in any event shall such Bonds be payable out of any funds or properties other than those of the City pledged thereto. The taxing power of the City is not pledged to the payment of the Bonds.

At such meeting, persons will be given an opportunity to express their views, both orally and through written statements which are submitted to the City on or before the public hearing. For further information, contact Mario Pandolfo, Jr. at the City of St. Louis, Missouri, at (314) 426-8058. This Notice is published pursuant to the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations Section 5f.103-2 and given in accordance with the provisions of Chapter 610 of the Missouri Revised Statutes.

THE CITY OF ST. LOUIS, MISSOURI

PUBLISHED: May 4, 2017

AFFIDAVIT OF PUBLICATION

STATE OF MISSOURI

CITY OF ST. LOUIS

} S.S.

Page 1 of 2

Before the undersigned Notary Public personally appeared **Karie Clark** on behalf of **ST. LOUIS DAILY RECORD** who, being duly sworn, attests that said newspaper is qualified under the provisions of Missouri law governing public notices to publish, and did so publish, the notice annexed hereto, starting with the **May 04, 2017** edition and ending with the **May 04, 2017** edition, for a total of 1 publications:

05/04/2017

NOTICE OF PUBLIC HEARING CONCERNING

THE ISSUANCE BY THE CITY OF ST. LOUIS, MISSOURI

OF ITS AIRPORT REVENUE BONDS

Notice is hereby given that on Friday, May 19, 2017, at 9:00 A.M., The City of St. Louis, Missouri (the "City") will conduct a public hearing at City Hall, 1200 Market Street, Room 208, St. Louis, Missouri, for the purpose of giving interested persons an opportunity to be heard on the proposed plan of financing and issuance by the City of its Airport Revenue Bonds (St. Louis Lambert International Airport) (the "Bonds") consisting of (i) its Series 2017A and 2017B Refunding Bonds to be issued in an aggregate principal amount of not to exceed \$240 million for the purpose of refunding a portion of the City's presently outstanding Airport Revenue Bonds, (ii) its Series 2017C and 2017D Bonds to be issued in an aggregate principal amount of not to exceed \$70 million for the purpose of financing the costs of construction, repair, improvement and renovation of certain projects at the St. Louis Lambert International Airport (the "Airport"), including runway expenditures, parking facilities, snow removal equipment, passenger loading facilities, and climate control equipment. The Airport is owned and operated by the City and located at 10701 Lambert International Boulevard, St. Louis, Missouri. The Bonds shall be limited obligations of the City, payable from the revenues derived by the City from the operation of the Airport and certain other pledged funds. The Bonds shall not be a debt of the City, the State of Missouri (the "State"), or any political subdivision thereof; and neither the City nor the State, or any political subdivision thereof, shall be liable thereon, nor, in any event shall such Bonds be payable out of any funds or properties other than those of the City pledged thereto. The taxing power of the City is not pledged to the

Karie Clark

Karie Clark

Subscribed & sworn before me this 4 day of May, 2017
(SEAL)

[Signature]
Notary Public

KIMBERLY KAEEMMERER
Notary Public - Notary Seal
State of Missouri, St. Louis City
My Commission Expires: April 27, 2018
Commission #14967146

AFFIDAVIT OF PUBLICATION

Page 2 of 2

payment of the Bonds.

At such meeting, persons will be given an opportunity to express their views, both orally and through written statements which are submitted to the City on or before the public hearing. For further information, contact Mario Pandolfo, Jr. at the City of St. Louis, Missouri, at (314) 426-8058. This Notice is published pursuant to the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations Section 5f.103-2 and given in accordance with the provisions of Chapter 610 of the Missouri Revised Statutes.

THE CITY OF ST. LOUIS, MISSOURI
PUBLISHED: May 4, 2017
11333887 City May 4, 2017

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CERTIFICATE OF APPROVAL

APPROVAL OF THE CITY OF ST. LOUIS, MISSOURI, WITH RESPECT TO THE ISSUANCE OF CERTAIN BONDS BY THE CITY OF ST. LOUIS, MISSOURI

WHEREAS, the City of St. Louis, Missouri (the "City") proposes to issue, contingent upon the execution of this Certificate of Approval, its Airport Revenue Bonds, St. Louis Lambert International Airport (the "Bonds"), consisting of (i) Series 2017A and 2017B Refunding Bonds to be issued in an aggregate principal amount of not to exceed \$240 million for the purpose of refunding a portion of the City's presently outstanding Airport Revenue Bonds, and (ii) Series 2017C and 2017D Bonds to be issued in an aggregate principal amount of not to exceed \$70 million the purpose of financing the costs of construction, repair, improvement and renovation of certain projects at the St. Louis Lambert International Airport (the "Airport"), including runway expenditures, parking facilities, snow removal equipment, passenger loading facilities, and climate control equipment;

WHEREAS, the Airport is owned by the City and located at 10701 Lambert International Boulevard, St. Louis, Missouri;

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), interest on the Bonds will not qualify for exclusion from gross income for federal income tax purposes unless the issuance of the Bonds is approved by the City, by and through the Mayor of the City of St. Louis, Missouri (the "Mayor") after a public hearing to consider the issuance of the Bonds has been conducted following reasonable public notice; and

WHEREAS, on Friday, May 19, 2017, the City held such a public hearing upon proper notice in compliance with the Code;

NOW, THEREFORE, PURSUANT TO THE POWER VESTED IN HONORABLE LYDA KREWSON, MAYOR OF THE CITY OF ST. LOUIS, MISSOURI, BE IT DETERMINED, APPROVED AND RESOLVED by the Mayor as follows:

Section 1. For the sole purpose of qualifying the interest payable on the Bonds for exclusion from gross income for federal income tax purposes pursuant to the provisions of Section 103 and 141 through 150 of the Code, the City, by and through the Mayor, as the "applicable elected representative" (as such term is construed under Section 147(f)(2)(E) of the Code), and the Comptroller of the City of St. Louis, Missouri, hereby approve the issuance by the City of the Bonds, provided that the Bonds, and the premium (if any) and interest thereon, shall be special obligations of the City and shall never be a debt of the City, the State of Missouri (the "State") or any political subdivision thereof, and neither the City, the State, nor any political subdivision thereof shall be liable thereon.

Section 2. This Certificate of Approval shall be deemed to be made for the benefit of the holders, from time to time, of the Bonds and shall constitute a contract between the City and the holders of the Bonds.

Section 3. This Certificate of Approval shall take effect immediately.

Dated: June 21, 2017

Lyda Krewson

Honorable Lyda Krewson, Mayor
The City of St. Louis, Missouri

Sworn to before me this 21st
day of June, 2017

Michele L. Graham
Notary Public



MICHELE L. GRAHAM
My Commission Expires
April 11, 2019
St. Louis City
Commission #15423574

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EXHIBIT C

COPIES OF FORMS 8038G AND 8038

[See Tab #32]

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